

Annual Return

Sections 125, 127, 128 Companies Act, 1963

Section 7 Companies (Amendment) Act 1986

Section 26 Electoral Act 1997

Sections 43, 44 Companies (Amendment)(No 2) Act 1999

(as amended by section 10 Companies (Amendment) Act 2009)

Section 249A Companies Act 1990 (inserted by section

107 Company Law Enforcement Act 2001)

Companies Act 1990 (Form and Content of Documents

Delivered to Registrar) Regulations 2002

AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ

COMPANIES REGISTRATION OFFICE



Print date stamp

5329675



Companies Acts, 1963 to 2009

Tick box if bond
is attached ☐

note eighteen

Company Number

7 6 9 4 1

B1

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company Name

in full

Apple Operations International

Return made up to

notes one and two

Day Month Year
2 7 0 6 2 0 1 2

If the return is made up to a date earlier than the company's existing Annual Return Date (ARD), one of the following boxes must be ticked.

☐ The company wishes to RETAIN the anniversary of its existing ARD for next year.

☐ The company wishes to CHANGE its ARD for next year to the anniversary of its made-up-to-date on this return.

Financial Year

note three

From Day Month Year To Day Month Year
2 6 0 9 2 0 1 0 2 4 0 9 2 0 1 1

Audit Exemption

note four

☐ Please tick the box if the company is claiming the exemption from audit in respect of the financial year covered by the accounts attached to this return. The company may **not** claim the audit exemption if it is late in filing this annual return or was late in filing its last annual return to which accounts were attached or if the company is a parent or subsidiary company or is a public company, including a guarantee company. note four

Auditor Registration
Number

note twenty three

A I 2 2 2 2 3 7

Auditor Registration Number (ARN): This is a unique number that is allocated to each individual auditor/firm of auditors by a Recognised Accountancy Body (RAB). The ARN for each registered auditor may be obtained by checking the Public Register of Auditors on the CRO website, www.cro.ie note twenty three

Presenter Details

Person to whom queries can be addressed

Registered on www.cro.ie?

☐ Yes ☐ No

Name

Matheson Ormsby Prentice

Address

70 Sir John Rogerson's Quay, Dublin 2, Ireland

Presenter Email

mop@mop.ie

Reference Number

Telephone Number

+1 232 2000

Fax Number +1 232 3333

DX Number

DX Exchange

Registered Office*note five*

Hollyhill Industrial Estate, Hollyhill, Cork, Ireland

Email Address (optional): *see note five***Other Addresses***note six*

Address

Register(s)/documents held at this address

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Secretary*note seven*

Surname

Former Surname *note eight*

Levoff

None

note seven

Forename

Former Forename *note eight*

Gene Daniel

None

Residential Address
note seven

c/o 18880 Homestead Road, Santa Clara, CA 95051, United States

**Donations for
Political Purposes**☒ None*note nine
and ten*

Name of person or political party to whom donation was made

| |
|--|
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Value of donation € / _

| |
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| |
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Authorised Share Capital*note eleven*

| | | | | |
|-------------------|-------|----------|---------------------|-----------------|
| Total | € / _ | 1,269.70 | made up as follows: | Nominal Value |
| Class | | | Number of Shares | Per Share € / _ |
| Deferred Ordinary | | | 1,000 | 1.2697 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Issued Share Capital
(insert nominal values)

| | | | |
|-----------------------------------|-------|--------|---------------------|
| Total | € / _ | 2.5394 | made up as follows: |
| Paid up on shares issued for cash | € / _ | 2.5394 | |
| Considered paid on other shares | € / _ | 0.00 | |
| Total calls unpaid | € / _ | 0.00 | (E) |
| Total not yet called | € / _ | 0.00 | (F) |

} The sum of these figures must equal the total issued share capital.

Shares Issued**Consideration - all cash**Total standing to credit of Capital Conversion Reserve Fund *note twelve* € / _ 0.00

| Class | Number of Shares | Total Nominal Value € / _ | Total Premium Paid € / _ | Total Amount Paid € / _ |
|-------------------|------------------|---------------------------|--------------------------|-------------------------|
| Deferred Ordinary | 2 | 2.5394 | 0.00 | 2.5394 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals (A) | 2 | | (C) | 2.5394 |

Consideration - not all cash

| Class | Number of Shares | Total Nominal Value € / _ | Total Premium Considered Paid € / _ | Total Amount Considered Paid € / _ |
|------------|------------------|---------------------------|-------------------------------------|------------------------------------|
| | | | | |
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| Totals (B) | 0 | | (D) | 0.00 |

Totals

Total number of shares issued (A) + (B) 2

Total paid and unpaid and considered paid (C) + (D) + (E) + (F) € / _ 2.5394

This total must agree with the total number of shares held by existing members as stated in the List of Past and Present Members section of the return.

Other Share / Debenture Details*note thirteen*

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Authorised Share Capital

note eleven

| | | |
|----------|------------------|--------------------------------|
| Total | | |
| ●/US\$ | 727,000.00 | made up as follows: |
| Class | Number of Shares | Nominal Value Per Share ●/US\$ |
| Ordinary | 727,000 | 1.00 |
| | | |
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Issued Share Capital
(insert nominal values)

| | | |
|-----------------------------------|-------------------|---|
| Total | | |
| ●/US\$ | 726,057.00 | made up as follows: |
| Paid up on shares issued for cash | ●/US\$ 700,001.00 | } The sum of these figures must equal the total issued share capital. |
| Considered paid on other shares | ●/US\$ 26,056.00 | |
| Total calls unpaid | ●/US\$ 0.00 (E) | |
| Total not yet called | ●/US\$ 0.00 (F) | |

Shares Issued**Consideration - all cash**

| | | | | |
|---|------------------|----------------------------|---------------------------|--------------------------|
| Total standing to credit of Capital Conversion Reserve Fund note twelve ●/US\$ 0.00 | | | | |
| Class | Number of Shares | Total Nominal Value ●/US\$ | Total Premium Paid ●/US\$ | Total Amount Paid ●/US\$ |
| Ordinary | 700,001 | 700,001.00 | 0.00 | 700,001.00 |
| | | | | |
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| Totals (A) | 700,001 | | (C) | 700,001.00 |

Consideration - not all cash

| | | | | |
|------------|------------------|----------------------------|--------------------------------------|-------------------------------------|
| Class | Number of Shares | Total Nominal Value ●/US\$ | Total Premium Considered Paid ●/US\$ | Total Amount Considered Paid ●/US\$ |
| Ordinary | 26,056 | 26,056.00 | 66,920,250.00 | 66,946,306.00 |
| | | | | |
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| | | | | |
| Totals (B) | 26,056 | | (D) | 66,946,306.00 |

Totals

| | | | |
|---|---------|---|----------------------|
| Total number of shares issued (A) + (B) | 726,057 | Total paid and unpaid and considered paid (C) + (D) + (E) + (F) | ●/US\$ 67,646,307.00 |
|---|---------|---|----------------------|

This total must agree with the total number of shares held by existing members as stated in the List of Past and Present Members section of the return

Other Share / Debenture Details

note thirteen

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List of Past and Present Members

Persons holding shares on the date to which the annual return has been made up for 20 12 (insert year) and of persons who have held shares therein at any time since the date of the last return, or in the case of the first return, the date of incorporation of the company. *note fourteen*

Tick box if the list of past and present members is submitted on CD.

Name and Address

Share Class

Numbers Held

Number Transferred
and Date

Particulars of Transferee

note sixteen

note seventeen

note seventeen

[illegible]

Total number held

726,059

The total number of shares held must agree with the total number of issued shares given in the **Shares Issued** section (total of **(A)** plus **(B)**).

Directors

including shadow/ alternate directors if any

note seven

note seven

Date of Birth

Residential Address
note seven

Business Occupation

Other Directorships

Surname

Kearney

Forename

Cathy

Day Month Year

2 7 1 1 1 9 6 3

EEA Resident note eighteen ☒Alternate Director note nineteen ☐

Former Surname note eight

None

Former Forename note eight

None

c/o Hollyhill Industrial Estate, Hollyhill, Cork, Ireland

Director of Operations

Nationality Irish

Company note twenty

Place of Incorporation note twenty one Company Number

See continuation sheet

note seven

note seven

Date of Birth

Residential Address
note seven

Business Occupation

Other Directorships

Surname

Levoff

Forename

Gene Daniel

Day Month Year

2 0 0 1 1 9 7 4

EEA Resident note eighteen ☐Alternate Director note nineteen ☐

Former Surname note eight

None

Former Forename note eight

None

c/o 18880 Homestead Road, Santa Clara, CA 95051, United States

Businessman

Nationality American

Company note twenty

Place of Incorporation note twenty one Company Number

See continuation sheet

note seven

note seven

Date of Birth

Residential Address
note seven

Business Occupation

Other Directorships

Surname

Wipfler

Forename

Gary Joseph

Day Month Year

2 4 0 5 1 9 5 9

EEA Resident note eighteen ☐Alternate Director note nineteen ☐

Former Surname note eight

None

Former Forename note eight

None

c/o 10500 N. De Anza Blvd, Cupertino, CA 95014, United States

Businessman

Nationality American

Company note twenty

Place of Incorporation note twenty one Company Number

See continuation sheet

Certification

We hereby certify that (i) this form has been completed in accordance with the Notes on Completion of Form B1, (ii) contains the particulars in respect of the company as at the date to which the return is made up and that (iii) note twenty two

The company is not a private company.

The company is a private company and has not since the date of the last annual return (or the date of incorporation if this is the first return) issued any invitation to the public to subscribe for any shares or debentures in the company.

The company is a private company with more than 99 members, the excess of the number of members over 99 consisting wholly of persons who, under section 33(1)(b) Companies Act 1963, are not included in reckoning the number of members.

Signed

Director

Secretary

Document requires two different signatures. Same person cannot sign as both director and secretary.

Name

in bold capitals or typescript

GARY WIPFLER

GENE LEVOFF

Other Directorships

Company Number 76941

Form B1 Continuation sheet

Director's Name Cathy Kearney

Other directorships

| Company Name <i>note twenty</i> | Place of Incorporation <i>note twenty one</i> | Company Number | Resigned |
|----------------------------------|--|-------------------|----------|
| Apple Distribution International | | 470672 | |
| Apple Operations | | 492405 | |
| Apple Operations Europe | | 76927 | |
| Apple Retail Europe Holding | | 379311 | |
| Apple Sales International | | 157192 | |
| Apple Sales Ireland | | 86705 | |
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Other Directorships

Company Number 76941

Form B1 Continuation sheet

Director's Name Gene Daniel Levoff

Other directorships

| Company Name <i>note twenty</i> | Place of Incorporation <i>note twenty one</i> | Company Number | Resigned |
|---|--|-----------------------------------|----------|
| Anobit Limited | Korea, Republic of | 007609 | |
| Anobit Technologies Inc. | United States | 4265845 | |
| Anobit Technologies Ltd. | Israel | 513844514 | |
| Apple (UK) Limited | England | 1591116 | |
| Apple AB | Sweden | 556237-7647 | |
| Apple Asia Limited | Hong Kong | 153635 [HKID] | |
| Apple Asia LLC | United States | 3064055 | |
| Apple Benelux B.V. | Netherlands | 30063224 | |
| Apple Chile Comercial Limitada | Chile | 14.541 Folio 20.792 of 2012 | |
| Apple Computer (Proprietary) Limited | South Africa | 1993/004137/0 7 | |
| Apple Computer UK Partners | United Kingdom | 2984339 | |
| Apple Distribution International | | 470672 | |
| Apple Europe Limited | United Kingdom | 5051046 | |
| Apple Holding B.V. | Netherlands | 08058671 | |
| Apple Insurance Company, Inc. | United States | 14402760 | |
| Apple Israel Limited | Israel | 51-468489-3 | |
| Apple Korea Ltd. | Korea, Republic of | 110111-160611 4 | |
| Apple Malaysia Sdn. Bhd. | Malaysia | 491974 A | |
| Apple Marketing Iberia, S.A. | Spain | C.I.F. A/58022724 | |

Other directorships

| Company Name <i>note twenty</i> | Place of Incorporation <i>note twenty one</i> | Company Number | Resigned |
|--|--|--------------------|------------|
| Apple Mexico, S.A. de C.V. | Mexico | 354771 | |
| Apple Middle East FZ-LLC | United Arab Emirates | 46 | |
| Apple Netherlands B.V. | Netherlands | 08058667 | 25/09/2011 |
| Apple Operations | | 492405 | |
| Apple Operations Europe | | 76927 | |
| Apple Operations Mexico, S.A. de C.V. | Mexico | 167437 | |
| Apple Philippines, Inc. | Philippines | A1997-19277 | |
| Apple Portugal, Unipessoal Lda. | Portugal | 508141966 | |
| Apple Procurement and Operations Management (Shanghai) Company Limited | China | 310000400623430 | |
| Apple Pty Limited | Australia | ACN 002510 054 | |
| Apple Retail Spain, S.L. | Spain | CIF: B-65130643 | |
| Apple Retail Sweden AB | Sweden | 556869-1942 | |
| Apple Retail UK Limited | United Kingdom | 4996702 | |
| Apple Sales International | | 157192 | |
| Apple Sales New Zealand | New Zealand | 1779334 | |
| Apple South Asia (Thailand) Limited | Thailand | 0105542056139 | |
| Apple South Asia Pte. Ltd. | Singapore | 198903166R | |
| Apple Switzerland AG | Switzerland | CH-020.3.913.051-1 | |
| Apple Xemplar Education Limited | United Kingdom | 3143694 | |

Other Directorships

Company Number 76941

Form B1 Continuation sheet

Director's Name Gene Daniel Levoff

Other directorships

| Company Name <i>note twenty</i> | Place of Incorporation <i>note twenty one</i> | Company Number | Resigned |
|--|--|-------------------|------------|
| AppleCare Service Company, Inc. | United States | 13959754 | |
| Chomp Inc. | United States | 4729047 | |
| Flash Art Ltd. | Israel | 514111608 | 11/01/2012 |
| Im-Sense Limited | United Kingdom | 05692675 | |
| Limited Liability Company Apple Rus | Russian Federation | 5117746070019 | |
| Microsense Computers Limited | United Kingdom | 1384199 | |
| Polar Rose AB | Sweden | 556674-8173 | |
| Polar Rose Option AB | Sweden | 556762-7103 | 28/12/2011 |
| Sub Magellan Corp. | United States | 5110730 | |
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Other Directorships

Company Number 76941

Form B1 Continuation sheet

Director's Name Gary Joseph Wipfler

Other directorships

| Company Name <i>note twenty</i> | Place of Incorporation <i>note twenty one</i> | Company Number | Resigned |
|--|--|---------------------|------------|
| Apple (UK) Limited | England | 1591116 | |
| Apple AB | Sweden | 556237-7647 | |
| Apple Asia Limited | Hong Kong | 153635 [HKID] | 20/09/2011 |
| Apple Asia LLC | United States | 3064055 | |
| Apple Computer (Proprietary) Limited | South Africa | 1993/004137/0 7 | |
| Apple Computer Trading (Shanghai) Co. Ltd. | China | 3101154000751 00 | |
| Apple Computer UK Partners | United Kingdom | 2984339 | |
| Apple Electronics Products Commerce (Beijing) Company Limited | China | 1100004500347 24 | |
| Apple Europe Limited | United Kingdom | 5051046 | |
| Apple Europe, Inc. | United States | 0904634 | |
| Apple Insurance Company, Inc. | United States | 14402760 | |
| Apple Korea Ltd. | Korea, Republic of | 110111-160611 4 | 27/09/2011 |
| Apple Malaysia Sdn. Bhd. | Malaysia | 491974 A | 26/10/2011 |
| Apple Mexico, S.A. de C.V. | Mexico | 354771 | |
| Apple Middle East FZ-LLC | United Arab Emirates | 46 | |
| Apple Operations Europe | | 76927 | |
| Apple Operations Mexico, S.A. de C.V. | Mexico | 167437 | |
| Apple Philippines, Inc. | Philippines | A1997-19277 | 23/08/2011 |
| Apple Portugal, Unipessoal Lda. | Portugal | 508141966 | |

Other Directorships

Company Number 76941

Form B1 Continuation sheet

Director's Name Gary Joseph Wipfler

Other directorships

| Company Name <i>note twenty</i> | Place of Incorporation <i>note twenty one</i> | Company Number | Resigned |
|--|--|-----------------------|------------|
| Apple Procurement and Operations Management (Shanghai) Company Limited | China | 310000400623430 | |
| Apple Retail Italia S.R.L. | Italy | 04935230963 | |
| Apple Retail UK Limited | United Kingdom | 4996702 | |
| Apple Sales International | | 157192 | 18/04/2008 |
| Apple Services India Private Limited | India | U72300KA2005PTCO37965 | |
| Apple South Asia (Thailand) Limited | Thailand | 0105542056139 | 31/01/2012 |
| Apple Trading (Shanghai) Company Limited | China | 310115400257368 | |
| Apple Xemplar Education Limited | United Kingdom | 3143694 | |
| AppleCare Service Company, Inc. | United States | 13959754 | |
| Baz Industries, Inc. | United States | C2276086 | |
| Braeburn Capital, Inc. | United States | E0667452005-7 | |
| Campus Holdings, Inc. | United States | 4927515 | |
| FileMaker, Inc. | United States | 2107514 | |
| FinanceTech, Inc. | United States | 21524699* | 14/06/2011 |
| Fingerworks Inc. | United States | 3032368 | |
| Focal Point Systems, Inc. | United States | C1520656 | |
| Gene-E Acquisition Corp. | United States | 4809941 | 29/04/2010 |
| Gravenstein, Inc. | United States | 2790465 | |
| Groupe Poly9 Inc. | Canada | 11632213 | |

Other Directorships

Company Number 76941

Form B1 Continuation sheet

Director's Name Gary Joseph Wipfler

Other directorships

| Company Name <i>note twenty</i> | Place of Incorporation <i>note twenty one</i> | Company Number | Resigned |
|---------------------------------|--|--------------------|------------|
| Im-Sense Limited | United Kingdom | 05692675 | |
| iTunes K.K. | Japan | 0199-01-09353 4 | 30/10/2009 |
| la la media, inc. | United States | 3992866 | |
| Microsense Computers Limited | United Kingdom | 1384199 | |
| NetSelector, Inc. | United States | 9J-11 | |
| Next International, Inc. | United States | C1656489 | |
| Next Software, Inc. | United States | C1187683 | |
| PA Semi, Inc. | United States | 3681860 | 15/06/2011 |
| Quattro Wireless, Inc. | United States | 4202114 | |
| Quiver Acquisition Inc. | United States | 4763220 | 28/12/2009 |
| SAFA Europe, Inc. | United States | 2261164 | 22/12/2011 |
| Siri, Inc. | United States | 4455776 | |
| SoundStep, Inc. | United States | C2134453 | |
| Spruce Technologies, Inc. | United States | C1977352 | |
| Tickle Acquisition Corporation | United States | 3917371 | 17/02/2005 |
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